

EXHIBIT A

**WR Grace**

SR00000722

Bankruptcy Form 10

Index Sheet

Claim Number: 00013283

Receive Date: 03/31/2003

Multiple Claim Reference

Claim Number _____

- ☐ MMPOC Medical Monitoring Claim Form
- ☐ PDPOC Property Damage
- ☐ NAPO Non-Asbestos Claim Form
- ☐ Amended

Claim Number _____

- ☐ MMPOC Medical Monitoring Claim Form
- ☐ PDPOC Property Damage
- ☐ NAPO Non-Asbestos Claim Form
- ☐ Amended

Attorney Information

Firm Number:

Firm Name:

Attorney Number:

Attorney Name:

Zip Code:

Cover Letter Location Number:

Attachments Medical Monitoring	Attachments Property Damage	Non-Asbestos
<input type="checkbox"/> TBD	<input type="checkbox"/> TBD	<input checked="" type="checkbox"/> Other Attachments
<input type="checkbox"/> TBD	<input type="checkbox"/> TBD	
<input type="checkbox"/> TBD	<input type="checkbox"/> TBD	
<input type="checkbox"/> TBD	<input type="checkbox"/> TBD	
<input type="checkbox"/> TBD	<input type="checkbox"/> TBD	
	<input type="checkbox"/> Other Attachments	
Other	<input type="checkbox"/> Non-Standard Form	
	<input type="checkbox"/> Amended	
	<input type="checkbox"/> Post-Deadline Postmark Date	

REC'D MAR 31 2003

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X	
In re:	:
	:
W.R. GRACE & CO.,	:
	:
Debtor.	:
-----X	

Chapter 11
Case No. 01-1139

**PROOF OF CLAIM ON BEHALF OF
UNITED STEELWORKERS OF AMERICA**

The United Steelworkers of America, AFL-CIO-CLC, (the "USWA"), Five Gateway Center, Pittsburgh, Pennsylvania 15222, asserts this proof of claim as a creditor as follows:

1. The USWA is the collective bargaining representative of certain employees of W.R. Grace & Co., (the "Debtor"), and is and was a party to collective bargaining agreements ("CBAs")¹ with the Debtor covering employees at its two facilities in and around Chicago, Illinois and its facility at Chattanooga, Tennessee covered by the CBAs in effect as of the date of the filing of the Debtor's Chapter 11 bankruptcy petition on April 1, 2001 (the "Petition Date"). The undersigned is authorized by the USWA to make this Proof of Claim.

2. The Debtor was, on and before the Petition Date, and continues to be in breach of its obligations to the USWA. The USWA makes this Proof of Claim on behalf of itself and present and former employees (and surviving spouses) of the Debtor, for claims related to the CBAs between the USWA and the Debtor.

¹ The Debtor possesses these documents.

3. As a matter of law, the USWA is authorized to file this proof of claim as a creditor for and on behalf of itself and certain employees and former employees (and surviving spouses) of the Debtor, and claimant makes this Proof of Claim on behalf of itself and certain employees and former employees (and surviving spouses) of the Debtor.

4. The Debtor was and is indebted to the USWA and the present and former employees of the Debtor as follows²:

- | | | |
|----|--|--|
| a. | Employee Deductions, Unpaid Vacation Pay, Unpaid Holiday Pay, Unpaid Sick Leave, Unreimbursed Medical, Drug, Accident, Sickness and Disability Expenses, Unreimbursed Other Expenses, Unpaid Contributions to employee benefit funds, and all other moneys which may be due under the CBAs, including but not limited to wages, shift differentials, premiums, leave, holidays, and SUB benefits. ³ | <u>Unliquidated, but at least the amounts set forth in the Debtor's Schedules.</u> |
| b. | Grievances. | <u>Unliquidated, but at least \$5,110.76, as set forth in Exhibit 1 hereto. Some or all of this amount is entitled to administrative expense status.</u> |
| c. | Retiree benefits | <u>Unliquidated.</u> |
| d. | Pension benefits, including all contribution and benefit payments due. | <u>Unliquidated.</u> |

² These are current, good faith estimates. The USWA reserves the right to amend this claim, and to make a claim for administrative claims, when further information becomes available.

³ The Debtor was also authorized to make these payments pursuant to certain first day orders of the Court.

5. Claimant demands any priority to the extent permitted under 11 U.S.C. §§507(a)(1), 507(a)(3), 507 (a)(4), 1113 and 1114.
6. Claimant reserves the right to establish the liability of all amounts due under the CBAs pursuant to the grievance and arbitration provisions of the CBAs and Section 1113(f).
7. The consideration for the Debtor's obligations is services rendered, as well as contractual.
8. The claimant has not received any payment, security, check or other evidence of this debt other than any payments that may have been authorized by the Bankruptcy Court and paid.
9. This proof of claim shall be deemed as filed against all appropriate debtor(s) if it is determined that the claim described herein arises against other debtor(s).

Dated: March 27, 2003

United Steelworkers of America

By:


David R. Jury
Assistant General Counsel

Sworn to before me this 27th
day of March, 2003.

Notary Public

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

1

EXHIBIT 1 TO PROOF OF CLAIM
OF UNITED STEELWORKERS OF AMERICA

Darex Container Products - LU 9777-17:

Grievance #01-03 - dated 01/2003 - John Hinkler, Jr. - Discharge: Unliquidated, but at least \$5,000.00, which amount is entitled to administrative expense status.

W. R. Grace & Company - LU 9777-11:

Grievance #JB-AR03 - dated 3/6/2003 - Al Rivers - Overtime – Unliquidated, but at least \$110.76, which amount is entitled to administrative expense status.

Grievance #JB-MZ03 - dated 2/20/2003 - Mark Zahora - Job Disqualification Request - Unliquidated.

Grievance #JB-DS03S - dated 1/30/2003 - Dave Smith - Job Posting - Unliquidated.



United Steelworkers of America

AFL-CIO-CLC

Five Gateway Center
Pittsburgh, PA 15222

412-562-2400 • 412-562-2484 (Fax)
Writer's Direct Dial 412-562-2546
Writer's Fax 412-562-2429

March 27, 2003

VIA EXPRESS MAIL
Tracking No. EJ703138033US

Claims Processing Agent
Re: W.R. Grace & Co. Bankruptcy
P.O. Box 1620
Faribault, MN 55021-1620

RE: W.R. Grace & Co.
Case No. 01-1139
Chapter 11

Dear Sir or Madam:

Enclosed for filing please find the original and (1) copy of the Proof of Claim on Behalf of United Steelworkers of America in the above-captioned case. Please date-stamp the copy and return it to me in the self-addressed stamped envelope.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "David R. Jury", is written over a horizontal line. The signature is stylized and includes a large, sweeping flourish at the end.

David R. Jury
Assistant General Counsel

DRJ/mlr
Enclosure